

ORIGINAL

BLANK ROME LLP
 Attorneys for Plaintiffs
 NEW TRAIL CAPITAL
 and MICHAEL BEER
 405 Lexington Avenue
 New York, NY 10174-0208
 (212) 885-5000
 David D. Jensen (DJ-2261)

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

NEW TRAIL CAPITAL, a sole proprietorship,
 and MICHAEL BEER,

Plaintiffs,
 -against-
 THE NORTHWEST COMPANY, INC.,
 Defendant.

07 Civ. 9679 (LAK) (RLE)

**MOTION TO ADMIT COUNSEL,
 JAMES T. SMITH, ESQ.
PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, David D. Jensen, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

James T. Smith, Esq.
 Blank Rome LLP
 130 North 18th Street
 Pittsburgh, PA 19103-6998
 Phone: (215) 569-5500 / Fax: (215) 569-5500

James T. Smith is a member in good standing of the Bar of the Commonwealth of Pennsylvania and of the State of New Jersey. There are no pending disciplinary proceedings against James T. Smith in any State or Federal Court.

Dated: June 10, 2008
 New York, New York



David D. Jensen (DJ-2261)
 Blank Rome LLP
 405 Lexington Avenue
 New York, NY 10174
 (212) 885-5000

Jun 10 2008

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**AFFIDAVIT OF DAVID D.
JENSEN, ESQ. IN SUPPORT
OF MOTION TO ADMIT
JAMES T. SMITH, ESQ.
*PRO HAC VICE***

State of New York)
)
 County of New York)

David D. Jensen, being duly sworn, hereby deposes and says as follows:

1. I am associated with the firm Blank Rome LLP, counsel for Plaintiffs in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiffs' Motion to Admit James T. Smith as counsel pro hac vice to represent Plaintiffs in this matter.
2. I am a member in good standing of the bars of the States of New York and New Jersey, and I was first admitted to practice law in New Jersey in 2003 and in New York in 2004. I am also admitted to the bar of the United States District Court for the Southern and Eastern Districts of New York, and I am in good standing with those Courts.
3. I have known Mr. Smith since January 2008.

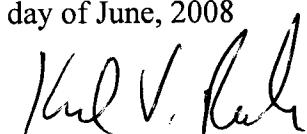
4. Mr. Smith is a partner at Blank Rome LLP in Philadelphia, Pennsylvania. Mr. Smith is admitted to practice in, and is a member in good standing of, the bars of the States of New Jersey and Pennsylvania. Certificates of good standing obtained from these bars are attached hereto as Exhibit A.
5. I have found Mr. Smith to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of James T. Smith, pro hac vice.
7. I respectfully submit a proposed order granting the admission of James T. Smith, pro hac vice, which is attached hereto as Exhibit B.

WHEREFORE, it is respectfully requested that the motion to admit James T. Smith, pro hac vice, to represent Plaintiffs in the above captioned matter, be granted.



David D. Jensen (DJ-2261)

Sworn to before me this
10th day of June, 2008



Notary Public

KARL V. REDA
Notary Public, State of New York
No. 30-4783126, Qual. in Nassau Cty.
Certificate Filed in New York County
Commission Expires Nov. 30, 2009



Supreme Court of Pennsylvania

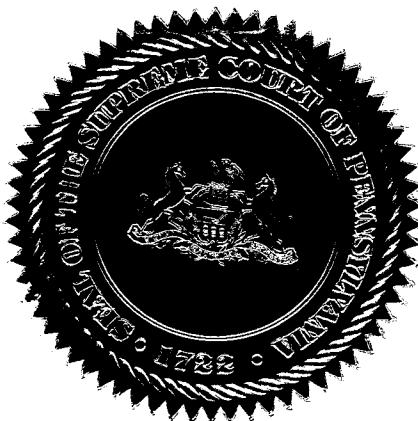
CERTIFICATE OF GOOD STANDING

James T. Smith, Esq.

DATE OF ADMISSION

December 1, 1983

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal
Dated: June 4, 2008



Patricia A. Johnson
Chief Clerk

Supreme Court of New Jersey

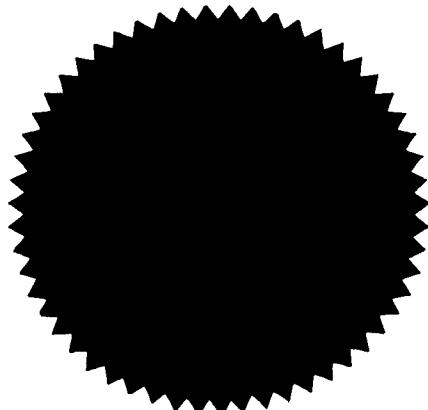


Certificate of Good Standing

This is to certify that **JAMES T SMITH**
(No. **030931983**) was constituted and appointed an Attorney at Law of New Jersey on **June 06, 1985** and, as such, has been admitted to practice before the Supreme Court and all other courts of this State as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing" if the Court's records reflect that the attorney: 1) is current with all assessments imposed as a part of the filing of the annual Attorney Registration Statement, including, but not limited to, all obligations to the New Jersey Lawyers' Fund for Client Protection; 2) is not suspended or disbarred from the practice of law; 3) has not resigned from the Bar of this State; and 4) has not been transferred to Disability Inactive status pursuant to Rule 1:20-12.

Please note that this Certificate does not constitute confirmation of an attorney's satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to practice law in this State.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Supreme Court, at Trenton, this 5TH day of June , 20 08

Stephen J.麝
Clerk of the Supreme Court

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07 Civ. 9679 (LAK) (RLE)

**PROPOSED
ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of David D. Jensen, Esq., attorney for Plaintiffs New Trail Capital and Michael Beer, and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

James T. Smith, Esq.
Blank Rome LLP
130 North 18th Street
Pittsburgh, PA 19103-6998
Phone: (215) 569-5500 / Fax: (215) 569-5500
smith-jt@blankrome.com

is admitted to practice pro hac vice as counsel for Plaintiffs New Trail Capital and Michael Beer in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic

Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated: June __, 2008
New York, New York

Lewis A. Kaplan
United States District Judge

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Allison E. Alexander, being duly sworn deposes and says that she is over the age of eighteen (18) years and is not a party to this action; that on the 10th day of June, 2008, she served the within **MOTION TO ADMIT JAMES T. SMITH, ESQ. PRO HAC VICE** and **AFFIDAVIT OF DAVID D. JENSEN, ESQ. IN SUPPORT OF MOTION TO ADMIT JAMES T. SMITH, ESQ. PRO HAC VICE**, by depositing a true copy thereof enclosed in a post-paid wrapper, in an official depository under the exclusive care and custody of the U.S. Postal Service within New York State, addressed to the following persons at the last known address set forth after their names:

Philippe A. Zimmerman, Esq.
Moses & Singer LLP
405 Lexington Avenue
New York, New York 10174

Allison E. Alexander
Allison E. Alexander

Sworn to before me this
10th day of June, 2008

10th day of June, 2001

Karl V. Rel
Notary Public

KARL V. REDA
Notary Public, State of New York
No. 30-4783126, Qual. in Nassau Cty.
Certificate Filed in New York County
Commission Expires **NOV. 30, 2009**